

**FIRST AMENDED AND RESTATED
BYLAWS
OF
LAUREL MOUNTAIN HOCKEY LEAGUE, INC.**

A PENNSYLVANIA NON PROFIT CORPORATION

THIS FIRST AMENDED AND RESTATED BYLAWS (the “Bylaws”) related to LAUREL MOUNTAIN HOCKY LEAGUE, INC. (the “Corporation”), is effective as of June 15, 2016. This First Amended and Restated Bylaws supersede, amend and restate the original Bylaws.

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01. These Bylaws, constitute the code of rules adopted by **Laurel Mountain Hockey League, Inc.** for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purpose of this Corporation is to provide children with the opportunity to participate in scholastic hockey through his or her school, cooperating school or organization.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation in Pennsylvania will be located at **Cambria County War Memorial Arena, 326 Napoleon Street, Johnstown, Pennsylvania 15901**. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

Registered Office

2.02. The location of the registered office of this Corporation is stated in the Articles of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time

change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE

MEMBERSHIP

3.01 There shall be no Members of this Corporation.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation.

Structure of Board

4.02 The Board of Directors of this Corporation will constitute a single class.

Number of Directors

4.03 The number of Directors of this Corporation will not be less than 1 at any time. Until further amendment of these Bylaws the number of Directors presently will be 7.

Terms of Directors

4.04 Directors will be elected for a term of two (2) years. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified.

Vacancies on the Board

4.05. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Location of Directors' Meetings

4.06 Meetings of the Board of Directors, regular or special, will be held at an agreed upon location.

Regular Directors' Meetings

4.07. Regular meetings of the Board of Directors will be held annually. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

Notice of Special Directors' Meetings

4.08 Written or printed notice stating the place, day, and hours of any special meeting of the Board or Directors will be delivered to each Director not less than 7 or more than 30 days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail [by registered or certified mail] addressed to the Director at the Director's address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

Call of Special Board Meetings

4.09. A special meeting of the Board of Directors may be called by either:

- (1) The President; or
- (2) A majority of the Board of Directors.

Waiver of Notice

4.10 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.11. A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Establishment of Committees

4.11 This Corporation may have certain committees, each of which will consist of one or more Directors. The Board of Directors, by resolution duly adopted by a majority of the Directors in office may designate and appoint one or more committees and delegate to those committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Each committee will have and will exercise some prescribed authority of the Board of Directors

in the management of this Corporation. However, no Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Filling vacancies in the Board;
- (2) Adoption, amendment, or repeal of the Bylaws;
- (3) Amendment or repeal of any resolution of the Board; and
- (4) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

ARTICLE FIVE

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) President
- (2) Varsity Vice President
- (3) Junior Varsity Vice President
- (4) Middle School Vice President
- (5) Secretary
- (6) Treasurer

Selection of Officers

5.02. Each of the Officers of this Corporation will be elected and appointed by the Board of Directors. The first President, Junior Varsity Vice President and Treasurer will serve for a term of one (1) year or until a successor to the office has been selected and qualified. The first Varsity Vice President, Middle School Vice President and Secretary will serve for a term of two (2) years or until a successor to the office has been selected and qualified. Thereafter, all officers will remain in office for a term of two (2) years or until a successor to the office has been selected and qualified. Elections will be held at the regular meeting of the Board of Directors taking place in January.

Multiple Officeholders

5.03. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously.

President

5.04. The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors, including, but not limited to, the following:

- (1) Facilitator of the Laurel Mountain Hockey League;
- (2) Serve as chair of all disciplinary proceedings; and

- (3) Act as the point of contact for all official proceedings with member organizations;

Varsity Vice President

5.05. The Varsity Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Varsity Vice President will perform any other duties that may be prescribed by the Board of Directors, including, but not limited to, serve as coordinator and point of contact for the Varsity Division of the Laurel Mountain Hockey League.

Junior Varsity Vice President

5.06. The Junior Varsity Vice President will perform any duties that may be prescribed by the Board of Directors, including, but not limited to, serve as coordinator and point of contact for the Junior Varsity Division of the Laurel Mountain Hockey League.

Middle School Vice President

5.07. The Middle School Vice President will perform any duties that may be prescribed by the Board of Directors, including, but not limited to, serve as coordinator and point of contact for the Middle School Division of the Laurel Mountain Hockey League.

Secretary

5.08. The Secretary will keep minutes of all meetings of the Board of Directors and any disciplinary hearings, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Treasurer

5.09. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors as required by the Board of Directors or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors, including, but not limited to, the following:

- (1) Receives and disburses Laurel Mountain Hockey League funds;
- (2) Prepares the Treasurer's report for Board of Directors' Meetings;
- (3) Required to provide all Laurel Mountain Hockey League financial records for annual review by the League President and another Officer; and
- (4) Required to provide all Laurel Mountain Hockey League financial records for annual review as required by State and Federal law.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by a majority vote of the board.

ARTICLE SIX

INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Directors, specify the general nature of the business to be transacted.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN

BANK ACCOUNTS AND LOANS

7.01 Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other

instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Treasurer.

Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board or Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, deposits and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated, the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE EIGHT

OPERATIONS

Fiscal Year

8.01 The fiscal year of this corporation will be the calendar year.

Execution of Documents

8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Books and Records

8.03 This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors, and Executive

Committees. The Corporation will keep at its principal place of business the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04 All books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Nonprofit Operations

8.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered as follows:

- (1) The President shall receive a \$1,000.00 stipend, paid in two (2) equal increments after the December and February Board of Director meetings.
- (2) The Secretary shall receive a \$500.00 stipend, paid in two (2) equal increments after the December and February Board of Director meetings.

In the event that the President or Secretary, or any other Director or Officer receiving compensation, are not satisfactorily meeting expectations, a Board of Director member may present reasoning at a Board of Director meeting, requesting review of the compensation, the Officer's activities and a potential stipend reduction or extension of payment date. Any affects to an officer's compensation requires a super-majority (2/3rd) approval of the Board of Directors.

Loans to Management

8.06. This Corporation will make no loans to any of its Directors or Officers.

ARTICLE NINE

CONFLICT OF INTEREST

9.01 No Director, Officer or employee of the Corporation shall have or shall acquire any interest, direct or indirect, in any project which the Corporation is promoting, or in any contract or proposed contract for materials or services or in any lease, mortgage, sale, or contract or any nature whatever relating to any such project or to the Corporation, without forthwith making written disclosure to the Corporation of the nature and extent of his interest, and such disclosure shall be entered in writing upon the Minute book of the Corporation. No Director who has such an interest shall vote on any matter relating to such interest.

ARTICLE TEN

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Indemnification

10.01. Unless otherwise required under Section 7743 of the Pennsylvania Nonprofit Corporation Law (hereinafter referred to as the “NCL”), this Corporation may indemnify any Director or Officer, and may indemnify any other employee or agent who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this Corporation, by reason of the fact that he is or was a Director, Officer, employee or agent of this Corporation against expenses, including attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Not Exclusive of Other Rights

10.02. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 10 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of this Corporation that indemnification of, and advancement of expenses to, directors and officers of this Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Section 10 shall be deemed to have been amended for the benefit of directors and officers of this Corporation effective immediately upon any modification of the NCL or the Directors’ Liability Act of the Commonwealth of Pennsylvania (hereinafter referred to as the “DLA”) which expands or enlarges the power or obligation of corporations organized under the NCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of this Corporation.

Expenses

10.03. This Corporation may pay expenses incurred by an Officer or Director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding upon receipt of an undertaking by or on behalf of such person or repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this Corporation.

Continuation of Indemnification

10.04. The indemnification and advancement of expenses provided by, or granted to, this Section 10 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Creation of Fund

10.05. This Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure to any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant or a security interest, mortgage or other lien on the assets of this Corporation, or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of this Section 10 shall not be deemed to preclude the indemnification of, or advancement of expenses to any person who is not specified in Section 10.01 of this Section 10 but whom this Corporation has the power or obligation or indemnify, or to advance expenses for, under the provisions of the NCL or the DLA or otherwise. The authority granted by this Section 10 shall be exercised by the Board of Directors of this Corporation.

Effect of Repeal

10.06. The repeal of this Section 10 or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.

Amendment

10.07. Notwithstanding any other provision of these Bylaws, the approval of the Board of Directors shall be required to amend or repeal this Section 10 or adopt any provision as part of these Bylaws which is inconsistent with the purpose of this Section 10.

ARTICLE ELEVEN

LIMITING LIABILITY OF DIRECTORS AND OFFICERS

Duties of Directors and Officers

11.01. As permitted under the Pennsylvania Directors' Liability Act 42 Pa. Con. Stat. Ann. 8363, a Director of this Corporation shall stand in a fiduciary relation to this Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more Officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.

(3) A committee of the Board of Directors upon which he does not serve, duly designed in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Factors in Discharging Duties

11.02. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors, and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, upon suppliers and customers of this Corporation and upon communities in which Officers or other establishments of this Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 11.01 hereof.

Actions of Director

11.03. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of this Corporation.

No Personal Liability

11.04. A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) the Director has breached or failed to perform the duties of his office under section 11.01; and

(2) the breach or failure to perform constitutes self-dealing willful misconduct, or recklessness.

Section 11.04 Not Applicable

11.05. The provisions of section 11.04 hereof shall not apply to:

(1) the responsibility or liability of a Director pursuant to any criminal statute;
or

(2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Officers

11.06. The rights, responsibilities and standard of care relating to a Director of this Corporation as delineated in Section 11.01 through 11.05 above, shall also apply and be required of an Officer of this Corporation. If, however, a court of competent jurisdiction declares such rights, responsibilities and standard of care found in sections 11.01 through 11.05, inapplicable to an Officer of this Corporation, then in that event, an Officer shall be required to act in good faith and in a manner he reasonably believes to be in, or not opposed to, the best interests of the Corporation. In this regard, any criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the officer did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Amendment

11.07. Notwithstanding any other provisions of these Bylaws, the approval of the Board of Directors shall be required to amend or repeal this Section 11 or to adopt any provision as part of these Bylaws which is inconsistent with the purpose of this Article 11.

ARTICLE TWELVE

DISSOLUTION OF THE CORPORATION

12.01 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN

AMENDMENT

Modification of Bylaws

13.01. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors.

Adoption of Bylaws

13.02. Adopted by the Board of Directors on _____, at _____, Pennsylvania.